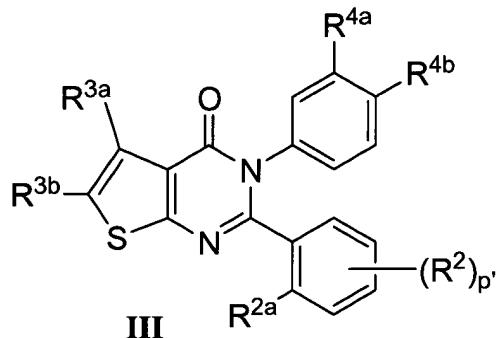


In the Claims:

1.-2. (Cancelled)

3. (Currently amended) A compound of Formula III, or a pharmaceutically acceptable salt or stereoisomer thereof:



wherein:

b is 0 or 1;

m is 0, 1 or 2;

p' is 0 to 2;

r is 0 or 1;

s is 0 or 1;

R^2 is (C_1-C_6) alkylene- NR^6R^7 ; said alkylene is optionally substituted with up to three substituents selected from OH, (C_1-C_6) alkoxy, halogen, CO_2H , CN, $O(C=O)C_1-C_6$ alkyl, oxo, and NR^6R^7 ;

R^{2a} is selected from: halogen and (C_1-C_6) alkyl;

R^{3a} and R^{3b} are independently selected from: hydrogen, halogen, and (C_1-C_6) alkyl;

R^{4a} and R^{4b} are independently selected from: hydrogen, halogen and (C_1-C_6) alkyl, provided that at least one is not hydrogen, or

R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) (C=O)O_bC₁-C₁₀ alkyl,
- 3) (C=O)O_bC₃-C₈ cycloalkyl,
- 4) (C=O)Obaryl,
- 5) (C=O)Obheterocyclyl,
- 6) C₁-C₁₀ alkyl,
- 7) aryl,
- 8) C₂-C₁₀ alkenyl,
- 9) C₂-C₁₀ alkynyl,
- 10) heterocyclyl,
- 11) C₃-C₈ cycloalkyl,
- 12) SO₂R^a, and
- 13) (C=O)NR^b₂,

R⁶ and R⁷ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S;

R^a is (C₁-C₆)alkyl, (C₃-C₆)cycloalkyl, aryl, or heterocyclyl; and

R^b is H, (C₁-C₆)alkyl, (C₁-C₆)alkyl-NR^a₂, (C₁-C₆)alkyl-NH₂, (C₁-C₆)alkyl-NHR^a, aryl, heterocyclyl, (C₃-C₆)cycloalkyl, (C=O)OC₁-C₆ alkyl, (C=O)C₁-C₆ alkyl or S(O)₂R^a.

4. (previously presented) The compound according to Claim 3 or a pharmaceutically acceptable salt or stereoisomer thereof, wherein: p', R^{2a}, R^{3a}, R^{3b}, R^{4a}, and R^{4b} are as defined for Formula III and

R² is (C₁-C₆)alkylene-NR⁶R⁷;

R⁶ and R⁷ are independently selected from:

- 1) H,
- 2) C₁-C₁₀ alkyl,
- 3) aryl,

- 4) heterocyclyl,
- 5) C₂-C₁₀ alkenyl,
- 6) C₂-C₁₀ alkynyl, and
- 7) C₃-C₈ cycloalkyl,

R⁶ and R⁷ can be taken together with the nitrogen to which they are attached to form a monocyclic or bicyclic heterocycle with 4-7 members in each ring and optionally containing, in addition to the nitrogen, one or two additional heteroatoms selected from N, O and S.

5. (Original) A compound which is:

2-(2-bromophenyl)-3-(4-methylphenyl)thieno[2,3-d]pyrimidin-4(3H)-one.

6. (previously presented) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

7. (currently amended) A pharmaceutical composition that is comprised of a compound in accordance with Claim 3 and a pharmaceutically acceptable carrier.

8.-34. Cancelled